

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE:	§	
	§	
NORTHSTAR OFFSHORE GROUP, LLC,	§	Case No. 16-34028-MI
	§	(Chapter 11)
Debtor	§	

**ARCHROCK PARTNERS OPERATING LLC AND ARCHROCK
SERVICES LP'S JOINDER IN THE LIMITED OBJECTIONS TO DEBTOR'S
EMERGENCY MOTION FOR ENTRY OF ORDER AMENDING (I) BIDDING
PROCEDURES ORDER AND (II) FINAL DIP ORDER
[Relates to Doc. No. 626, 630 and 634]**

TO THE HONORABLE MARVIN ISGUR, U.S. BANKRUPTCY JUDGE:

Archrock Partners Operating LLC f/k/a EXLP Operating LLC and Archrock Services LP, f/k/a Exterran Energy Solutions, L.P. (collectively, "Archrock"), statutory mineral lien and/or trade creditors, file this *Joinder in the Limited Objections to Debtor's Emergency Motion for Entry of Order Amending (I) Bidding Procedures Order and (II) Final DIP Order*, and would respectfully show the Court as follows:

Background

1. On August 12, 2016, the Petitioning Creditors filed the Involuntary Petition against Northstar.
2. On December 2, 2016 (the "Voluntary Petition Date"), the Debtor agreed to convert the involuntary case to a voluntary case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
3. On June 27, 2017, the Debtor filed an *Emergency Motion for Entry of Order Amending (I) Bidding Procedures Order and (II) Final DIP Order* (the "Emergency Motion") [Doc. No. 626], for a hearing to be heard today (June 29, 2017) at 1:30 P.M.

4. On June 29, 2017, First National Bank of Central Texas (“FNBCT”) filed its limited objection to the Emergency Motion. [Doc. No. 630]; and Wood Group PSN, Inc., Stallion Offshore Quarters, Inc., Coastal Crewboats, Inc., and Expro Americas, LLC (herein referred to collectively as the “Objecting Creditors”), filed their limited objections to the Emergency Motion. [Doc. No. 634].

Claims of Archrock

5. Archrock furnishes compression services, equipment and aftermarket services to the Debtor in connection with oil and gas operations conducted by the Debtor at seven locations offshore of Louisiana. The newly proposed Asset Purchase Agreement (“APA”) attached to the Emergency Motion proposes to cherry-pick and sell two of the seven locations to the DIP Agent along with all of the Seller’s cash on hand at Closing with limited exception.

6. Archrock is owed monthly service fees of \$1,033,670.00 through June 22, 2016, including approximate \$300,000 in unpaid *postpetition* charges. Compression service fees are presently \$133,559.06 each month and have not been paid for the months of May or June 2017. Sale of the cash creates the very real possibility that the Debtor will be left with producing assets and ongoing obligations and no source of payment.

Joinder in Limited Objections

7. Archrock does not object to the extension of deadlines. Archrock joins in the limited objections asserted by (i) FNBCT in paragraphs 5, 6 and 7 of FNBCT’s objection; and (ii) all objections of the Objecting Creditors.

Reservation of Rights

8. Archrock does not oppose a sale of the Debtor’s assets following a full and complete marketing effort, yet reserves all rights to object to any ultimate sale proposal. Archrock expressly

reserves the right to assert additional objections to the Emergency Motion and/or amend or supplement this Objection at any time prior to or at any hearing to consider the sale of the Assets.

WHEREFORE, PREMISES CONSIDERED, Archrock respectfully requests that the Court condition approval of the Emergency Motion to properly address the concerns of Archrock, FNBCT and the Objecting Creditors, and grant Archrock such other and further relief as the Court may deem just and proper.

Respectfully submitted,

/s/ Kevin M. Maraist
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CERTIFICATE OF SERVICE

I hereby certify that the forgoing was electronically filed with the Clerk of the Court using the CM/ECF system, and served upon all parties receiving notice pursuant to the CM/ECF system on June 29, 2017.

/s/ Kevin M. Maraist
Kevin M. Maraist